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Counsel to the Debtors and  
 Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
 FOR THE EASTERN DISTRICT OF VIRGINIA  
 RICHMOND DIVISION

- - - - - x  
 :  
 In re: : Chapter 11  
 :  
 CIRCUIT CITY STORES, INC., : Case No. 08-35653(KRH)  
 et al.,<sup>1</sup> :  
 :  
 Debtors. : Jointly Administered  
 - - - - - x

**SUPPLEMENTAL DECLARATION OF DOUGLAS M. FOLEY PURSUANT TO  
 BANKRUPTCY RULES 2014 AND 2016 IN SUPPORT OF APPLICATION TO  
 EMPLOY AND RETAIN MCGUIREWOODS LLP AS ATTORNEYS FOR THE  
DEBTORS PURSUANT TO 11 U.S.C. §§ 327(a) AND 329**

<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSstuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for the Debtors is 4951 Lake Brook Drive, Suite 500, Glen Allen, VA 23060.

I, DOUGLAS M. FOLEY declare that:

1. I am a partner of the firm of McGuireWoods LLP, which maintains an office for the practice of law at One James Center, 901 East Cary Street, Richmond, Virginia 23219-4030, among others. I am a member in good standing of the bars of, and I am admitted to practice in, the Commonwealth of Virginia and the States of North Carolina and New York.

2. On November 20, 2008 Dion W. Hayes submitted a declaration (the "Declaration") pursuant to 11 U.S.C. §§ 327 and 329 and Fed. R. Bankr. P. 2014 and 2016 in support of the Application to Employ and Retain McGuireWoods LLP (the "Firm") as Attorneys for the Debtors Pursuant to 11 U.S.C. §§ 327(a) and 329 (the "Application"), which is incorporated herein by reference.

3. On December 8, 2008, this Court entered an order authorizing the above-captioned debtors and debtors in possession (collectively, the "Debtors") to employ and retain McGuireWoods LLP as their bankruptcy counsel.

4. As set forth in the Application and the Declaration, the Firm has continued to review its past and present relationships with entities materially participating in these bankruptcy cases and has performed

additional searches of its client and conflict databases with respect to entities and other parties in interest that have participated, appeared or filed formal notices of appearance in these bankruptcy cases, a list of which is attached hereto as Exhibit A (collectively, the "Additional Parties in Interest"). By this Supplemental Declaration, I am supplementing the Declaration based upon the searches conducted with respect to the Additional Parties in Interest.

5. Except as otherwise indicated, I have personal knowledge of the matters set forth herein and if called as a witness, would testify competently thereto. However, certain of the disclosures herein relate to matters within the knowledge of other attorneys or personnel at the Firm and are based on information provided by them.

6. Based on client database queries regarding the Additional Parties in Interest set forth on Exhibit A, I have determined that the Firm currently represents or has represented in the past the following Additional Parties in Interest (or their affiliates), each of which is or may be a creditor or other party in interest in the Debtors' cases, in matters unrelated to the Debtors: Acxiom Corp.; AOL LLC; Archon Group, LP; Atari Inc.; Besam; Bose Corp.;

Broward County; Bush Industries, Inc.; Business Objects;  
Canon USA Inc.; Charlotte Observer; Checkpoint System Inc.;  
Children's Hospital Los Angeles; Coca Cola Enterprises  
Inc.; Cousins Properties; Digital Innovations LLC; DIRECTV,  
Inc.; Eaton Corp.; Fox Broadcasting Co.; General  
Instruments; Hamilton Beach Brands, Inc.; IKON Office  
Solutions, Inc.; Island Packet; LG Electronics USA, Inc.;  
Manufacturers & Traders Trust Co.; McClatchy Co.; Merchant  
Equity; Motorola Inc.; Myrtle Beach Sun News; Oracle Credit  
Corp.; Oracle USA, Inc.; Polaroid; Polk Audio Inc.; Public  
Service of North Carolina; Samsonite; Seagate Technology  
LLC; Sega; Source Interlink Media, LLC; Targus Inc.; Texas  
Instruments Inc.; Time Warner Cable; Turner Broadcasting  
System, Inc.; United Parcel Service, Inc.; UPS Ground  
Freight, Inc.; and Virgin Mobile.

7. Additionally, McGuireWoods employs over 900 attorneys, has a large and diversified law practice, and may presently represent or in the future represent certain creditors of the Debtors and/or other parties in interest in matters unrelated to either the Debtors or the Debtors' bankruptcy cases. McGuireWoods has obtained and/or will obtain any necessary conflict waivers from such creditors and/or other parties in interest and McGuireWoods has a

waiver from the Debtors for such representations, such that it will not affect McGuireWoods' representation of the Debtors in these bankruptcy cases.

8. Except as otherwise set forth herein, McGuireWoods (a) does not have any connection with the Debtors or their affiliates, their creditors, the U.S. Trustee or any person employed in the Office of the U.S. Trustee, or any other party in interest, or their respective attorneys and accountants, (b) is a "disinterested person," as that term is defined in section 101(14) of the Bankruptcy Code, and (c) does not hold or represent any interest adverse to the estates.

9. The Firm will continue to comply with its ongoing duty under Bankruptcy Code section 327 and Bankruptcy Rule 2014 and will notify the Court if any actual or potential conflict, relationship, or connection arises. In that regard, the Firm will continue to conduct further due diligence and research of its client databases and inquiries of its attorneys and will file additional supplemental declarations regarding its retention, to the extent necessary.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge, information, and belief.

Executed on April 6, 2010 in Richmond, Virginia.

/s/ Douglas M. Foley  
Douglas M. Foley (VSB No. 34364)  
Sarah B. Boehm (VSB No. 45201)  
MCGUIREWOODS LLP  
One James Center  
901 E. Cary Street  
Richmond, Virginia 23219  
(804) 775-1000

**EXHIBIT A**

507 Northgate, LLC  
553 Retail LLC  
ACCO Brands Corp.  
Acer America Corp  
Actiontec  
Active Media Services Inc  
Activision  
Acxiom Corp.  
Add On Computer Peripherals  
Adobe Systems  
Aiptek Inc  
AK Designs LLC  
Alief ISD  
Allsop Inc  
Almo E-Commerce LLC  
Amcors Sunclipse North America  
American Bankers Insurance Co. of Florida  
American Future Technology  
Ameriwoods Industries  
Amherst VF LLC  
Amore Construction Co.  
AOL LLC  
Araphoe County Treasurer  
Archon Group, LP  
Archos Inc  
Arlington ISD  
Associate Corporate Regency Centers  
Atari Inc.  
Atlantic Inc  
Averatec Inc  
Baldwin, Vance  
Barcoding Inc.  
Baybrook MUD 1  
BB Fonds International 1 USA, LP  
Belleville News-Democrat  
Bellingham Herald  
Bell'O International Corp.  
Beltronics USA, Inc.  
Benson Co., Inc.  
Besam  
Best Tone Associates Ltd.  
Biloxi Sun Herald  
Bissell Homecare  
Bobinski, Alexander H  
Bose Corp

Bradenton Herald  
Brazoria County  
Brazoria County MUD #6  
Brickell  
Broward County  
Bulldog Rack Co.  
Burleson ISD  
Bush Industries, Inc.  
Business Objects  
Cafaro Northwest Partnership  
Cameron Bayonne, LLC  
Cameron County  
Canon USA Inc  
CapTech Ventures, Inc.  
Card, Jonathan  
Caribbean Display & Construction, Inc.  
Case Logic Inc  
CC Joliet Trust  
CC Plaza Joint Venture, LLP  
Cello Partnership  
Centon Electronics Inc  
Centre at 38th St TIC, LLC  
Centre Daily Times (State College)  
CG Holdings  
Charlotte Observer  
Checkpoint System Inc  
Chelmsford Realty Associates  
Children's Hospital Los Angeles  
Ching Wei Telecom Co.  
CIT Group Commercial Services  
City Portfolio TIC, LLC  
Clear Creek ISD  
Cobra Electronics  
Coca Cola Enterprises Inc  
Cohen, Savitri  
Cohesion Products Inc.  
Cokem International  
Colorado Structures, Inc., dba CSI Construction Co.  
Columbia State  
Columbus Ledger-Enquirer  
COMSYS Information Technology Services, Inc.  
Condan Enterprises, LLC  
Connexion Technologies  
Contel Electronics Co.  
Cousins Properties  
CP Management Corp.  
CRA Acquisition Co.



Creative Labs  
Creative Realty Management  
Crowe Horwath LLP  
Curtis International  
Cushman & Wakefield  
Cyber Acoustics  
CyberPower Systems  
D&H Distributing Co  
DeHart Holdings  
Delphi Product and Service  
Dennco  
Denon  
Descanso TIC, LLC  
DFS Services LLC  
Digital Blue  
Digital Innovations LLC  
Direct TV Inc  
Directed Electronics Inc  
DIRECTV, Inc.  
Ditan Distribution LLC  
Douglass, J Scott  
DSI Systems Inc  
Dudley Mitchell Properties TX, LLC  
Dunwell, Donovan  
DXG Technology USA  
Eaon Communications Corp  
East Brunswick VF LLC  
Eaton Corp.  
EB Carlson Markting  
EBC Marketing Inc  
Eidos Interactive  
Electra-Craft Inc  
Energizer Battery Co.  
Engineered Structures, Inc.  
Envision Peripherals, Inc.  
Excel Best Industries Ltd  
Expesite LLC  
FCMA, LLC  
Federal Warranty Service Corp.  
First International Computer of America  
FM Facility Maintenance, f/k/a IPT, LLC  
Fort Worth Star-Telegram  
Four Star International Trade  
Fox Broadcasting Co.  
Frederick Seibel Revocable Trust  
Fresno Bee  
FT Orchard LLC

Fujikon Industrial Co. Ltd  
Fujitsu Ten Corp of America  
Funai Corp Inc  
Funches, Dwaine  
General Instruments  
Genius Products  
Gentry, Robert  
Goldenberg Group  
Good Mind Industries Co Ltd  
Goodman Enterprises  
Greater Orlando Aviation Authority  
Guidecraft USA  
Haier America Trading LLC  
Hain Capital Group  
Hallaian, Harry, Lilly, Leon and Ruby  
Hamilton Beach Brands, Inc.  
Hauptapauge Computer Works, Inc.  
Hernandez, Jack  
Hillson Electric, Inc.  
Horizon USA  
Idaho Statesman  
Ideal Technology, Inc.  
IKON Office Solutions, Inc.  
Imagination Entertainment  
Imitation Corporation  
Industriaplex, Inc.  
InfoPrint Solutions Co.  
Ingram Entertainment  
Interactive Toy Concepts  
Iron Mountain Information Management, Inc.  
Island Packet  
Itouchless Housewares & Products, Inc  
Jack of All Games  
John Rohrer Contracting Co., Inc.  
JVC  
Kansas City Star  
KB Columbus I-CC, LLC  
Kessinger, Charles L. and Jack  
Konami Digital Entertainment America  
Korea Export Insurance Corp  
Lang Construction, Inc.  
Lexington Herald-Leader  
Lexington Richmond LLC  
LG Electronics USA, Inc.  
Liquidity Solutions Inc  
Lowepro USA  
LumiSource, Inc.

Macon Telegraph  
Mad Catz, Inc.  
Madcow International Group  
Magellan Navigation  
Majesco Entertainment Co  
Majesco Sales, Inc.  
Mannix, John B.  
Manufacturers & Traders Trust Co.  
McClatchy Co.  
McKinley, Inc.  
Merced Sun Star  
Merchant Equity  
Metra Electronics  
Miami Herald  
Micro Products Distributors  
Midland Radio Corp  
Mills & Nebraska  
Miner Corp.  
Minnite, Judith Rae and Pat  
Minwa Electronics Co Ltd  
Mio Technology USA  
Mitex Corp  
Mizco International  
MLO Appliance  
Modesto Bee  
Monarch Alternative Capital LLP  
Motion Systems  
Motorola Inc  
Myrtle Beach Sun News  
Namsung America Inc  
Nautic Partners  
NBT Bank, N.A  
Netgear Inc  
New Age Electronics  
Nextar, Inc.  
Nintendo Hardware  
Nyko Technologies Inc  
Olympian  
Oracle Credit Corp.  
Oracle USA, Inc.  
Pan Digital  
Panattoni Construction, Inc.  
Parago, Inc.  
Parrot Inc  
Pension Benefit Guaranty Corp.  
Petters  
Philips Lighting Co

Phillips International  
Photoco, Inc.  
PIMA County  
Plain Dealer  
Platform-A Inc  
Platinum Disc Corp  
PM Construction, Inc.  
PNY Technologies, Inc.  
Polaroid  
Polk Audio Inc  
Procure International Co.  
Proctor & Camble Distributing Co  
Proview Tech  
Public Service of North Carolina  
Pure Digital Technologies Inc  
R Pac International Corp.  
Redline Studio  
Retail Vision  
RMRG Portfolio TIC, LLC  
RTS Marketing, Inc.  
S.J. Collins Enterprises  
Sacramento Bee  
Salamander Designs  
Salem Rockingham LLC  
Samsonite  
San Luis Obispo Tribune  
Sanford LP  
Sanwen International Co Lts  
SAP Retail, Inc.  
Saul Holdings LP  
Schottenstein Property Group, Inc.  
Schwartz, Zoltan and Anna  
SDI Technologies Inc  
Seagate Technology LLC  
Sega  
Shelby Properties TX, LLC  
Sherwood America, Inc.  
Shiment Construction Co., LLC  
Siebel Marketing Group  
Siebel, Frederick Jr.  
Siebel, Frederick Sr.  
Siebel, Gretchen  
Siegel, Alfred  
Signature Home Furnishing  
Sima Products Corp.  
Sirius XM  
Smart Micro USA

Smartparts, Inc  
SMR Gateway III, LLC  
Source Interlink Media, LLC  
Southpeak Interactive  
SP Richards Co  
Spiderwear  
SR Weiner & Associates Inc.  
Stephen Gould Corp  
Sun Belt General Contractors, Inc.  
Sureway, Inc.  
SVG Distribution  
Symantec Corp  
Synnex Corp.  
T.D. Farrell Construction Inc.  
Tacoma News Inc.  
Take Two Interactive  
Tamrac Inc  
Targus Inc.  
Teledynamics LLP  
Ten Tronics Co. Ltd  
Texas Instruments Inc.  
The Warranty Group  
Thirty & 141, LP  
Thomson Multimedia Inc  
TI PI Texas, LLC  
Time Warner Cable  
TIVO Inc  
TPG Management Inc.  
Tracfone Wireless Inc  
Tri-City Herald  
Trigem USA Inc  
Tritornics Inc.  
Turner Broadcasting System, Inc.  
Union Square Retail Trust  
United Independent School District  
United Parcel Service, Inc.  
United Service Protection, Inc.  
United States Debt Recovery LLC  
Universal Fixtures & Display  
Universal Studios Home Entertainment  
UPS Ground Freight, Inc.  
US Luggage Co  
US Music Corp.  
UTC I, LLC  
Velocity Micro Inc.  
Virgin Mobile  
Vonage Marketing Inc.

Vontech  
Vonwin Capital Management  
Wanslee, Madeleine C.  
Washington Corner, LP  
Watt Companies  
Wayne VF LLC  
Weeks Properties  
Wireless Solutions LLC  
Woodlawn Trustees, Inc.  
Ziegler Companies LLC

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